

SELECT MEDICAL HOLDINGS CORP
 Form 4
 June 30, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 ORTENZIO ROBERT A

2. Issuer Name and Ticker or Trading Symbol
 SELECT MEDICAL HOLDINGS CORP [SEM]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Exec. Chairman and Co-Founder

(Last) (First) (Middle)
 C/O SELECT MEDICAL HOLDINGS CORPORATION, 4714 GETTYSBURG ROAD

3. Date of Earliest Transaction (Month/Day/Year)
 06/29/2016

(Street)
 MECHANICSBURG, PA 17055

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 06/29/2016 | | G | 95,657 D | \$ 0 0 | I | By the Robert A. Ortensio April 2014 GRAT <u>(1)</u> <u>(2)</u> |
| Common Stock | 06/29/2016 | | G | 31,886 A | \$ 0 31,886 | I | By the Robert A. Ortensio 2014 Trust for Bryan A. Ortensio. <u>(2)</u> |
| | 06/29/2016 | | G | 31,886 A | \$ 0 31,886 | I | |

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| | | | | | | | | | |
|--------------|------------|--|---|--------|---|------|--------------------------|---|---|
| Common Stock | | | | | | | | | By the Robert A. Ortenzio 2014 Trust for Kevin M. Ortenzio. ⁽²⁾ |
| Common Stock | 06/29/2016 | | G | 31,885 | A | \$ 0 | 31,885 | I | By the Robert A. Ortenzio 2014 Trust for Madeline G. Ortenzio. ⁽²⁾ |
| Common Stock | | | | | | | 7,297,836 ⁽³⁾ | D | |
| Common Stock | | | | | | | 2,750,000 | I | By the Rocco A. Ortenzio Descendants Trust ⁽²⁾ |
| Common Stock | | | | | | | 1,300,000 | I | By the Robert A. Ortenzio Descendants Trust ⁽²⁾ |
| Common Stock | | | | | | | 324,660 | I | By the Robert A. Ortenzio May 2015 GRAT ⁽²⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ORTENZIO ROBERT A C/O SELECT MEDICAL HOLDINGS CORPORATION 4714 GETTYSBURG ROAD MECHANICSBURG, PA 17055 | X | | Exec. Chairman and Co-Founder | |

Signatures

/s/ Michael E. Tarvin, as
attorney-in-fact

06/29/2016

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Upon termination of the Robert A. Ortenzio April 2014 GRAT, 95,567 shares were transferred to trusts for the benefit of Mr. Ortenzio's children.
- (2) The reporting person beneficially owns the reported securities indirectly, but disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (3) 1,084,343 shares previously owned by the Robert A. Ortenzio April 2014 GRAT and 475,340 shares previously owned by the Robert A. Ortenzio May 2015 GRAT were contributed to Robert A. Ortenzio.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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